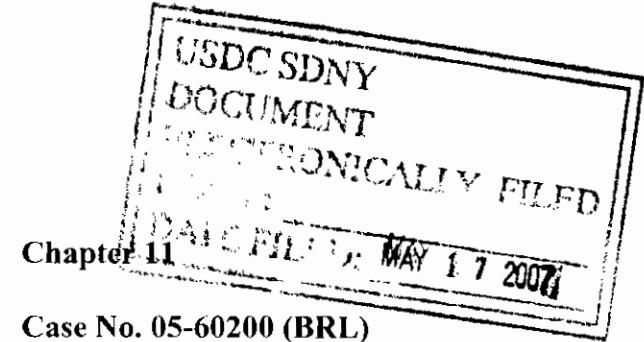


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

<p>In re</p> <p>CALPINE CORPORATION, et al.,</p> <p>HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE</p> <p>Appellants,</p> <p>– against –</p> <p>CALPINE CORPORATION, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, AND THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS</p> <p>Appellees.</p>	<p>x</p> <p>:</p>
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Case No. 1:07-cv-03088 (GBD)

HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE	:
TRUSTEE, THE BANK OF NEW YORK,	:
AS ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE, WILMINGTON	:
TRUST COMPANY, AS ADMINISTRATIVE	:
AGENT, WILMINGTON TRUST COMPANY,	:
AS COLLATERAL AGENT, AND	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE,	:
	:
Appellees.	:

x

ORDER OF ADMISSION TO PRACTICE, *Pro Hac Vice*

RICHARD C. PEDONE, a member in good standing of the bar in the State of Massachusetts, having request admission, *pro hac vice*, to represent Wilmington Trust Company, as Collateral Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust Company, as Administrative Agent¹ parties in interest in the above-referenced cases.

¹ The motion was filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

- (a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);
- (b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);
- (c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);

(Footnote continued on next page)

ORDERED, that Richard C. Pedone, Esq., is admitted to practice, *pro hac vice*, in the above-referenced case in the United States District Court, Southern District of New York, subject to payment of the filing fee.

Dated: New York, New York
MAY 17 2007

MAY 17 2007


HONORABLE GEORGE B. DANIELS
UNITED STATES JUDGE FOR THE
SOUTHERN DISTRICT OF NEW YORK

(Footnote continued from previous page)

- (e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and
- (g) the 11 1/2 % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).

CERTIFICATE OF SERVICE

I, Christopher M. Desiderio, hereby certify that on this 11th day of May 2007, I caused a true and correct copy of the Motion for Admission of Richard C. Pedone to Practice, Pro Hac Vice to be served upon parties below by regular mail, postage prepaid.

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